

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Big Village Holdings LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10174 (CTG)

(Jointly Administered)

Hearing Date: March 8, 2023 at 3:00 p.m. (ET)

Objection Deadline: March 1, 2023 at 4:00 p.m. (ET)

Ref. Docket No. 14

NOTICE OF MOTION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE STALKING HORSE PURCHASERS; (III) ALL PARTIES KNOWN BY THE DEBTORS TO ASSERT A LIEN OR ENCUMBRANCE ON ANY OF THE ASSETS; (IV) ALL PERSONS KNOWN OR REASONABLY BELIEVED TO HAVE ASSERTED AN INTEREST OR CLAIM IN ANY OF THE ASSETS; (V) ALL PERSONS KNOWN OR REASONABLY BELIEVED TO HAVE EXPRESSED AN INTEREST IN ACQUIRING ALL OR A SUBSTANTIAL PORTION OF THE ASSETS WITHIN THE ONE (1) YEAR PRIOR TO THE PETITION DATE; (VI) THE OFFICE OF THE UNITED STATES ATTORNEY FOR THE DISTRICT OF DELAWARE; (VII) THE OFFICE OF THE ATTORNEY GENERAL IN EACH STATE IN WHICH THE DEBTORS HAVE OPERATED; (VIII) THE OFFICE OF THE SECRETARY OF STATE IN EACH STATE IN WHICH THE DEBTORS HAVE OPERATED; (IX) THE INTERNAL REVENUE SERVICE AND ALL STATE AND LOCAL TAXING AUTHORITIES IN THE STATES IN WHICH THE DEBTORS HAVE OR MAY HAVE ANY TAX LIABILITY; (X) ALL ENVIRONMENTAL AUTHORITIES HAVING JURISDICTION OVER ANY OF THE ASSETS, INCLUDING THE ENVIRONMENTAL PROTECTION AGENCY; (XI) THE FEDERAL TRADE COMMISSION; (XII) THE UNITED STATES ATTORNEY GENERAL/ANTITRUST DIVISION OF DEPARTMENT OF JUSTICE; (XIII) THE DEBTORS' LARGEST UNSECURED CREDITORS (EXCLUDING INSIDERS); AND (XIV) ALL OTHER PARTIES THAT HAVE FILED A NOTICE OF APPEARANCE AND DEMAND FOR SERVICE OF PAPERS IN THE CHAPTER 11 CASES AS OF THE DATE HEREOF

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Big Village Holding LLC (6595); Big Village Group Holdings LLC (5882); Big Village Group, Inc. (6621); Big Village Insights, Inc. (8960); Big Village Media LLC (7288); EMX Digital, Inc. (5543); Big Village USA Corporation, Inc. (3414); Big Village Agency, LLC (0767); Baliho, Inc. (9666); Deep Focus, Inc. (8234); Trailer Park Holdings Inc. (1447). The Debtors' service address is 301 Carnegie Center, Suite 301, Princeton, NJ 80540.

PLEASE TAKE NOTICE that, on February 8, 2023, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bid Procedures, Bid Protections, and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, and (III) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreements, (II) Authorizing the Sales of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 14] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).²

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be at or before **March 1, 2023 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, copies of any responses or objections must be served so as to be received on or before the Objection Deadline upon the following parties: (i) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Michael R. Nestor (mnestor@ycst.com), Joseph Barry (jbarry@ycst.com), and Joseph M. Mulvihill (jmulvihill@ycst.com)); (ii) proposed investment banker for the Debtors, Stephens Inc., Sachin Lulla (Sachin.Lulla@stephens.com); (iii) counsel to the A&I Stalking Horse Purchaser, Ballard Spahr LLP, 919 N Market Street, 11th Floor, Wilmington, Delaware 19801 (Attn: Tobey M. Daluz (daluzt@ballardspahr.com)); (iv) counsel to the EMX Stalking Horse Purchaser, DLA Piper LLP (US), 6225 Smith Avenue, Baltimore, Maryland 21209 (Attn: C. Kevin Kobbe (kevin.kobbe@dlapiper.com)); (v) counsel to the prepetition lenders, Mayer Brown LLP, 1221 Avenue of the Americas, New York, New York 10020-1001 (Attn: Brian Trust (btrust@mayerbrown.com) and Scott M. Zemser (szemser@mayerbrown.com)) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801-6108 (Attn: L. Katherine Good (kgood@potteranderson.com)); (vi) counsel to the Official Committee of Unsecured Creditors; and (vii) the Office of the United States Trustee for the District of Delaware, 855 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Linda Richenderfer (Linda.Richenderfer@usdoj.gov)).

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER APPROVAL OF THE MOTION IS SCHEDULED FOR MARCH 8, 2023 AT 3:00 P.M. (ET) BEFORE THE HONORABLE CRAIG T. GOLDBLATT, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, COURTROOM NO. 7, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH MOTION WITHOUT FURTHER NOTICE OR HEARING.

30112229.1

² Capitalized terms used but not otherwise defined herein shall the meanings ascribed to such terms in the Motion.

Dated: February 10, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Joseph M. Mulvihill

Michael R. Nestor (No. 3526)
Matthew B. Lunn (No. 4119)
Joseph M. Barry (No. 4221)
Joseph M. Mulvihill (No. 6061)
1000 North King Street
Rodney Square
Wilmington, Delaware 19801
Tel.: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
jbarry@ycst.com
mlunn@ycst.com
jmulvihill@ycst.com

Proposed Counsel for Debtors and Debtors in Possession